

**BYLAWS
OF THE
GOLDEN WEST SECTION
OF THE
AIR & WASTE MANAGEMENT ASSOCIATION**

**BYLAWS OF THE
GOLDEN WEST SECTION
OF THE
AIR & WASTE MANAGEMENT ASSOCIATION**

ARTICLE I. Name, Geographic Area, and Address

1. Name. This organization shall be known as the Golden West Section (the “Section”) of the Air & Waste Management Association (“A&WMA”).
2. Geographic Area. The geographic area (“Geographic Area”) of the Section shall consist of all of California north of a line drawn along the southern boundary of Monterey County, the eastern boundary of San Luis Obispo County, the southern boundary of Kern County, that portion of the western boundary of San Bernardino County that abuts the eastern boundary of Kern County, and the southern boundary of Inyo County.
3. Address. The address (including the location of records) of the Section shall be 939 Ellis Street, Room 61, San Francisco, California, 94109.

ARTICLE II. Purpose and Powers

1. Purpose. It shall be the purpose of the Section to promote better understanding of the problems of air pollution control and waste management and related environmental concerns among governmental agencies, research personnel, educators, representatives of industry and the general public within the Geographic Area, and to work toward resolution of these problems. It shall also be the purpose of the Section to promote closer professional and personal relations among members of the Section and to further the mission and objectives of A&WMA. The Section is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Section shall inure to the benefit of any person having a personal or private interest in the activities of the Section, except the Section shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable and educational purposes.
2. Powers. The Section shall have all the powers granted to it by the A&WMA and shall have the ability to do all things necessary and incident to its purposes; provided, however, that the Section shall not engage in any activities or exercise any powers not permitted under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. Membership

1. Types of Section Membership. The membership of the Section shall consist of Regular Members, Honorary Members, Student Members and such other categories of members as the Executive Board may establish from time to time, each of which type of membership is defined in this Article III.

2. Regular Members. The regular membership of the Section shall consist of all members of the A&WMA in good standing residing or conducting business within the Geographic Area. Regular Members are entitled to engage in all activities of the Section, including nominating, voting, and holding office as provided for herein, and shall pay Section dues in accordance herewith.

3. Honorary Members. Honorary memberships, not exceeding (2) per year, may be conferred upon persons who have attained eminence in some field related to the purposes of this Section or who have rendered valuable service to the Section. Approval of their membership must be by majority vote of the Executive Board. Honorary Members are entitled to all privileges and prerogatives of Regular Members, but are excused from the payment of dues.

4. Student Members. Student membership of the Section shall consist of all student members of the A&WMA in good standing residing or conducting business within the Geographic Area. Student members shall have the privileges that are common to Regular and Honorary Members, but not the privileges of voting, nominating or holding office in the Section.

5. Standards of Membership. The Section endorses the Code of Ethics (Article XIV, Section 1 of the International Bylaws)(the “Code”) of the A&WMA and expects that the Code be complied with by all Regular Members, Honorary Members, and Student Members in the conduct of their professional affairs.

ARTICLE IV. Directors

1. Number of Directors. The authorized number of Directors of the Section shall be variable, not less than five (5) nor more than ten (10), until changed by an amendment of this paragraph. The exact number of Directors shall be fixed from time to time, within the limits specified in this paragraph, by the Executive Board. The authorized number of Directors, as of the date of certification of these Bylaws, shall be fixed at eight (8).

2. Election of Directors. The Directors shall be Regular Members or Honorary Members, elected by a majority thereof in accordance with Article VIII hereof for a term of two (2) years, beginning on January 1 and ending on December 31, or until their successors have been duly elected and seated.

3. Vacancies and Resignations. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of one of the following: (i) the death, resignation or removal of any Director; (ii) the declaration by the Executive Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony; (iii) an increase in the authorized number of Directors; or (iv) the failure of the members to elect the full authorized number of Directors. A vacancy in the board of Directors may be temporarily filled by any member of the Executive Board. Each Director so appointed shall hold office until his or her successor is duly elected and takes office.

3.1 Any Director may resign effective upon giving written notice to the

Executive Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective.

3.2 No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

4. Removal from Office. A Director may be removed from office for good cause shown, following an opportunity to be heard before the Executive Board, by a two-thirds vote of the Executive Board.

5. No Compensation. Directors shall serve without compensation, except for reimbursement of reasonable expenses incurred in the performance of their duties, as authorized and approved by a majority of the Executive Board.

ARTICLE V. Officers

1. Number of Officers. There shall be four (4) Officers of the Section, which shall be the Chair, Vice-Chair, Secretary and Treasurer. Any Regular Member or Honorary Member of the Section may serve as an Officer, but Student Members and Local Associates are not eligible to hold office.

2. Election of Officers. Officers shall be elected by a majority of the Regular Members and Honorary Members voting by letter or electronic ballot in accordance with Article VIII hereof. Each Officer shall serve for a term of two (2) years, beginning on January 1 and ending on December 31, or until their successors have been duly elected and have taken office. No person shall be eligible to hold more than one office at a time, and no person shall be eligible to hold more than one office concurrently in the Section and any other section of the A&WMA.

3. Vacancies and Resignations. Upon the removal, resignation, death, or incapacity of any Officer, the Executive Board and the Chair may declare such office vacant and fill such vacancy with a member of the Executive Board. Any Officer may resign at any time by giving written notice thereof to the Executive Board or the Chair. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

4. Removal from Office. Any Officer may be removed from office for good cause shown, following an opportunity to be heard before the Executive Board, by a two-thirds vote of the Executive Board.

5. No Compensation. Officers shall serve without compensation, except for reimbursement of reasonable expenses incurred in the performance of their duties, as authorized and approved by a majority of the Executive Board.

6. Duties of Officers.

A. Chair. The Chair shall (a) preside at all meetings of the Section and call such special meetings as may be necessary; (b) appoint the members of all Committees; (c) appoint an auditor on an annual basis, if appropriate; (d) in the absence or incapacity of the Treasurer, execute drafts or make other financial transactions on behalf of the Section as directed by the Executive Board; (e) represent the Section in the conduct of external business; (f) be the final authority, within the jurisdiction of the Chair, on the Constitution and Bylaws of the Section; and (g) perform any other duties incumbent upon the office of Chair.

B. Vice Chair. The Vice-Chair shall (a) in the absence or incapacity of the Chair, preside at all meetings of the Section; (b) assume all other obligations and duties of the Chair should the Chair be unable or unwilling to perform the duties as set forth hereinabove; and (c) perform any other duties incumbent upon the office of Vice-Chair or any further duties recommended by the Chair and/or required by the Executive Board.

C. Secretary. The Secretary shall (a) give or assure written notice of general business, technical, special, and Executive Board meetings; (b) keep an accurate written account of the business of the Section including the minutes of business meetings, technical meetings and meetings of the Executive Board; (c) conduct appropriate correspondence of the Section; (d) properly maintain and deliver to his or her successor at the end of his or her term of office all property and records of the Section or the A&WMA in the Secretary's custody; (e) perform any other duties incumbent upon the office of Secretary or any further duties recommended by the Chair and/or required by the Executive Board.

D. Treasurer. The Treasurer shall (a) receive all monies of the Section and deposit or invest them as directed by the Executive Board; (b) keep an accurate roll of the Section membership, indicating the status of dues payments and the type of membership; (c) disburse funds as directed by the Executive Board; (d) keep accurate and complete records of all financial transactions; (e) furnish financial reports at the business meetings of the Section and the Executive Board as required by the Chair and/or Executive Board; (f) submit the Section's financial records for audit on an annual basis by an auditor appointed by the Chair, if appropriate; (g) deliver to his or her successor at the end of his or her term of office all property and records of the Section or the A&WMA in the Treasurer's custody; and (h) perform any other

duties incumbent upon the office of Treasurer or any further duties recommended by the Chair and/or the Executive Board.

ARTICLE VI. Executive Board

1. Functions. The executive, fiscal and general administrative functions of the Section shall be vested in the Executive Board.

2. Composition of Executive Board. The Executive Board shall be comprised of the Officers, the immediately retired Chair, and the Directors. In addition, directors of the A&WMA who reside in the Geographic Area and who are Regular Members of the Section shall be Special Directors of the Section. Chairs of any section of the A&WMA, or other persons appointed by that

section in lieu thereof, shall also be ex-officio members of the Executive Board. All Officers, Directors, Special Directors and any other members of the Executive Board shall also be members of the A&WMA.

3. Terms. Officers shall serve on the Executive Board until their respective terms of office have expired in accordance with these Bylaws, however, the immediately retired Chair shall serve on the Executive Board for two (2) years following the expiration of his or her term as Chair. Directors shall serve two (2) year terms on the Executive Board.

4. Duties. The Executive Board shall perform those duties necessary to carry out the purposes of the Section, including without limitation: (a) carry out the executive, financial and administrative functions of the Section within the policies set forth by the A&WMA and the Section; (b) authorize the necessary expenditures of funds for the routine and special activities of the Section; (c) authorize the deposit, investment, and disbursement of all funds and authorize any activities involving the raising of funds not otherwise specified herein; (d) adopt an income and expense budget for each succeeding fiscal year; (e) establish annual dues; (f) appoint a qualified Regular or Honorary Member to act as Sections & Chapters Council representative pursuant to the requirements of the A&WMA Sections & Chapters Council; and (g) establish necessary and appropriate Section policies.

5. No Compensation. Members of the Executive Board shall serve without compensation, except for reimbursement of reasonable expenses incurred in the performance of their duties; provided, however, that a majority of the Executive Board may vote to deny an Executive Board member's request for reimbursement of expenses upon a finding that the expenses are not reasonable and/or incurred in the performance of the Executive Board member's duties.

6. Vacancies. Vacancies in the membership of the Executive Board shall be filled by appointment by the remaining members of the Executive Board. Appointed members of the Executive Board shall complete the term of vacancy they are filling. The Vice-Chair shall fill the unexpired term of vacancy in the office of Chair.

ARTICLE VII. Committees

1. Standing Committees. The Chair shall appoint the following Standing Committees, of which the committee members shall serve at the pleasure of the Executive Board:

A. Nominating Committee. The Nominating Committee shall be comprised of three Regular or Honorary Members, and shall perform the duties set forth in Article VIII hereof.

B. Membership Committee. The Membership Committee shall be comprised of a variable number of Regular or Honorary Members, and shall promote the growth of the Section and the A&WMA by soliciting membership therein.

C. Program Committee. The Program Committee shall be comprised of a variable number of Regular or Honorary Members, and make all physical and logistical arrangements for

meetings, including meeting place, meal arrangements, meeting sponsors, special equipment and the like, and shall secure speakers for general and special meetings, as appropriate, and shall arrange and present the program for technical meetings.

D. Scholarship Committee. The Scholarship Committee shall be comprised of a variable number of Regular or Honorary Members, and shall organize and implement the educational assistance and scholarship activities of the Section pursuant to policies and guidelines established by the Executive Board.

2. Awards Committee. The Chair may appoint an Awards Committee on a yearly basis, comprised of a variable number of Regular or Honorary Members, to nominate recipients for the following awards:

- A. Outstanding Service Award – to recognize members of the Section who have given outstanding service to the Section. This award is intended to be non-specific to allow the Awards Committee latitude in selecting recipients;
- B. Program Award – to recognize any individual who presents an outstanding program at any Section meeting;
- C. Public Service Award – to recognize an elected official in the Geographic Area who has demonstrated a sincere commitment to the attainment of reasonable air quality goals;
- D. Student Achievement Award – to recognize any student enrolled in at least nine (9) semester units in an accredited four-year college in the Geographic Area who has conducted outstanding original research or development in the field of air pollution control;
- E. Technical Achievement Award – to recognize any individual or organization for accomplishing an outstanding technical achievement in the field of air pollution control.

2.1 Approval by the Executive Board. The Awards Committee shall submit its recommendations regarding award recipients, if any, to the Executive Board every year no later than April 1. All awards must be approved by the Executive Board.

2.2 Acknowledgment. The Executive Board and Awards Committee shall work together to determine the type of acknowledgement (e.g., plaque, insignia, citation, or money to the recipient of the Student Achievement Award in an amount determined by the Executive Board) to be given to each award recipient.

3. Ad Hoc Committees. The Chair may, as he or she deems necessary and appropriate, establish from time to time certain ad hoc committees to promote the purposes of the Section, provided that such appointment does not conflict with other provisions of the Bylaws. Members of the ad hoc committees shall serve at the pleasure of the Executive Board.

ARTICLE VIII. Nominations and Elections

1. Slating. Prior to November 1 of each year of the Section, the Nominating Committee

shall prepare a slate of nominees consisting of not more than two (2) qualified candidates for each elective office to be filled at the next election. The Nominating Committee shall obtain acceptances of the nominations from the nominees, and present the slate to the Executive Board no later than November 15. The Secretary shall notify the Section membership of the composition of the slate no later than December 1.

2. Nominating Petitions. Any ten (10) Regular or Honorary Members may submit a petition with the name or names of additional nominees to the Executive Board no later than November 15.

3. Ballots. No later than December 1, the Secretary shall prepare and distribute to each Regular Member and Honorary Member a ballot listing all nominees submitted pursuant to this Article, each of which ballot shall provide a space for write-in candidates. At the discretion of the Executive Board, voting may be by letter ballot or electronic means. The ballots shall include a brief biographical sketch, at minimum, of each of the new nominees, and shall state that in order to be counted, the ballots must be returned to the Secretary no later than December 15. The Secretary (or tellers specially appointed by the Chair) shall tabulate the ballots and announce in writing the results to the entire membership without undue delay. A nominee shall be elected by a majority vote of all votes duly cast by all members entitled to vote.

ARTICLE IX. Operations

1. Meetings. The Section shall hold at least five (5) membership meetings (either general business or technical meetings) during each fiscal year. The Executive Board shall designate the dates for all meetings, and the Secretary shall assure that appropriate notices are provided thereof. The Executive Board may hold a meeting within a reasonable time prior to each membership meeting or at any such other time as called by the Chair or the Executive Board.

1.1. Speaker and Technical Meetings. In furtherance of the Section's purposes, meetings may be primarily technical in nature, or include speakers invited to present opinions on subjects relevant to the Section.

2. Calendar. The fiscal year and membership year of the Section shall be January 1 to December 31.

3. Quorum. Fifteen (15) active Regular or Honorary Members shall constitute a quorum for any general business or special meeting at which a vote of the Section membership is required. Five (5) members of the Executive Board shall constitute a quorum for a meeting of the Executive Board.

4. Voting. Unless otherwise provided herein, a majority vote of the Regular and Honorary Members present and entitled to vote shall prevail.

5. Rules of Order. Unless otherwise provided, "Robert's Rules of Order" shall govern the procedure for all meetings. The Chair's rulings on matters of procedure shall be final.

6. Newsletter. In furtherance of the Section's purposes, a Newsletter may be issued by the Section under conditions approved by the Executive Board.

ARTICLE X. Chapters

1. Formation. If sufficient interest (as determined by the Executive Board) exists to establish a Chapter of the Section, the Section shall recognize any Chapter of the Section that is similarly recognized by the A&WMA.

2. Membership. Each Chapter shall be comprised of at least five (5) Section members.

3. Bylaws. The Bylaws of any Chapter established under this Article shall be subject to approval by the Executive Board and the A&WMA.

4. Chapter Affairs. After initial approval of the Bylaws, the internal affairs of the Chapter shall be the responsibility of the Chapter members. The Executive Board will become involved in a Chapter's internal affairs only when asked to do so by the Chapter. If, however, the Chapter has not had a meeting of more than five (5) members in any fiscal year, the Executive Board may intervene in order to revitalize the Chapter. Only after all reasonable efforts for revitalization have failed shall the Chapter be dissolved by the Executive Board.

5. Chapter Finances. Chapters shall be financially self-supporting. No financial commitment or obligation made or extended by any Chapter or by any Chapter member on behalf of any Chapter will be binding upon the Section, Executive Board, or any Officer or Director.

ARTICLE XI. Dissolution

1. Transfer of Assets. In the event of dissolution of the Section, any remaining assets after discharge of all liabilities and obligations shall be transferred to the A&WMA or a successor organization or, if the A&WMA or its successor organization is unable, unwilling or ineligible to receive the assets, distributed to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954. No part of the net earnings of the organization shall inure to the benefit of any private shareholder, member of the Section, or other individual.

ARTICLE XII. Amendment of the Bylaws

1. Proposal to Amend. Any Regular Member or Honorary Member may submit to the Executive Board at any time a Proposal to Amend the Bylaws, which shall be in writing and shall set forth the proposed amendment and any reasons therefor. The Executive Board shall take the proposed amendment under advisement, and approve or deny the amendment and thereafter submit the proposal, if approved, to the Regular and Honorary Members. The Executive Board shall have no obligation to submit a denied Proposal to Amend the Bylaws to the Regular and Honorary Members. A Proposal to Amend the Bylaws may be submitted to the Regular and Honorary Members without approval of the Executive Board if the Proposal bears the written endorsement of a minimum of Twenty-Five (25) Regular and/or Honorary Members. Submission of a Proposal to Amend the Bylaws to the members shall be accomplished by mailing a copy of the Proposal to

Amend the Bylaws to the Regular Members and Honorary Members, accompanied by letter ballot, with instructions for the return of the ballots to the Secretary by a date certain.

2. Adoption of Proposal to Amend. The letter ballots shall be tabulated by the Secretary (or tellers specially appointed by the Chair), and adoption of a proposed amendment shall require affirmation by two-thirds of the votes cast by the Regular Members or Honorary Members entitled to vote. Only ballots received by the Secretary or his or her designated appointee by the close of voting will be counted. The Secretary shall report the voting results in writing to the Executive Board and the entire membership of the Section (including Student Members and Local Associates) within ten (10) days after the tabulation of the ballots. Amendments that are approved by a majority of the Regular Members and Honorary Members entitled to vote shall become effective immediately.

3. Corrective and Minor Amendments. Notwithstanding Article XII, Section 2, above, the Executive Board by majority vote may, from time to time, amend the Bylaws to correct inconsistencies or make minor revisions without the approval of the membership of the Section. Within a reasonable time following a corrective or minor amendment of the Bylaws, the Secretary shall notify the membership in writing of the amendment. Any Regular Member or Honorary Member may contest the corrective or minor amendment, and the Executive Board shall give due consideration to any Regular Member or Honorary Member's comments with respect to the corrective or minor amendment.

4. Conflict. Any section of these Bylaws, or amendments of these Bylaws hereafter adopted, which conflict with the Bylaws of the A&WMA shall be null and void to the extent of the conflict.

ARTICLE XIII. Indemnification

1. Generally. Any Director, Officer, member of the Executive Board, or other agent of the Section (collectively "Agent") who is a party to or is threatened to be made a party to any proceeding (including a proceeding by or on behalf of the Section) by reason of the fact that such Agent is or was an agent of the Section shall be indemnified by the Section against all expenses and liabilities actually and reasonably paid or incurred in connection with the proceeding to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law (California Corporations Code Section 5110 et seq.).

2. Approval. Upon written request to the Executive Board by any Agent seeking indemnification, the Executive Board shall promptly determine whether the applicable standard of conduct set forth in the California Nonprofit Public Benefit Corporation Law has been met. If so, the Executive Board shall authorize indemnification. If the Executive Board cannot authorize indemnification because more than fifty percent (50%) of the members of the

Executive Board are parties to the proceeding for which indemnification is sought, the Executive Board shall promptly call a special meeting of Section Members entitled to vote. At the meeting, the Section Members shall determine whether the applicable standard of conduct set forth in the California Nonprofit Corporation Law has been met. If so, the Section Members shall authorize indemnification. Members or other persons seeking to be indemnified shall not be entitled to vote on the question of indemnification.

3. Advancing Expenses. Prior to the final disposition of a proceeding described in Article XIII, Section 1 hereof, the Section shall advance the costs of defense incurred by the Agent if the Agent (i) agrees to reimburse the Section and (ii) provides assurances of the Agent's ability to reimburse the Section. At the final disposition of the proceeding, the Agent shall reimburse the Section unless it was determined that the Agent is entitled to be indemnified by the Section.

4. No Liability. To the fullest extent permitted by law, and except as may be limited by Section 5237 of the California Corporations Code, no Agent shall be liable to any Section Member, the Section or any other party for any damage, loss, claim, liability or prejudice suffered or claimed as a result of any decision, approval, disapproval, course of action, act, inaction, omission, error, or negligence which was (i) made in good faith and (ii) reasonably believed by such Agent to be within the scope of such Agent's duties as a Director, Officer, or member of the Executive Board.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of the Section, and the above Bylaws, consisting of 11 pages, are the Bylaws of this association and adopted as of _____, 2002.

Dated _____

Secretary